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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-17  
GENERAL CORPORATE ADVICE  
248.6 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 07/31/06  
Bill Number: 1128095

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	06/01/06	1.90	PREPARE FOR JUNE 2ND BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK (0.6); DRAFT PRESENTATION MATERIALS RE: SAME (1.3).
BUTLER, JR. J	06/02/06	1.10	PREPARE FOR (0.4) AND PARTICIPATE IN (0.7) BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK.
BUTLER, JR. J	06/03/06	0.20	WORK ON COMMUNICATIONS MATERIALS INCLUDING EMAIL FROM D. BODKIN (0.2).
BUTLER, JR. J	06/04/06	0.40	CONTINUE TO REVIEW DRAFT PRESS RELEASE AND COMMUNICATIONS MATERIALS (0.4).
BUTLER, JR. J	06/05/06	0.90	CONTINUE TO REVIEW DRAFT PRESS RELEASE AND COMMUNICATIONS MATERIALS (0.3); WORK ON PRESENTATION MATTERIALS FOR JUNE 7TH BOARD OF DIRECTORS MEETING (0.6).
BUTLER, JR. J	06/06/06	1.90	PREPARE FOR JUNE 7TH BOARD OF DIRECTORS MEETING IN TROY WITH SENIOR MANAGEMENT AT COMPANY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.6); REVIEW AND COMMENT ON DRAFT BOARD RESOLUTION FROM S. CORCORAN (0.3).
BUTLER, JR. J	06/07/06	4.70	PREPARE FOR (0.4) AND PARTICIPATE IN (4.3) BOARD OF DIRECTORS MEETING IN TROY.
BUTLER, JR. J	06/08/06	0.80	REVIEW AND COMMENT ON COMMUNICATIONS PACKAGE (0.6); EMAILS FROM/TO L. WILLIAMS, B. SAX AND OTHERS AT COMPANY RE SAME (0.2).
BUTLER, JR. J	06/12/06	0.30	TELECONFERENCE WITH PROSPECTIVE DIRECTOR RE: CORPORATE MATTERS (0.3).
		<b>12.20</b>	
COCHRAN EL	06/02/06	1.20	PARTICIPATE IN BOARD MEETING (1.2).
COCHRAN EL	06/04/06	1.30	REVIEW 10-K (1.3).
COCHRAN EL	06/05/06	2.40	REVIEW 10-K DRAFT (2.4).
COCHRAN EL	06/07/06	4.70	PARTICIPATE IN BOARD MEETING (4.3); REVIEW 10-K ISSUES (0.4).
COCHRAN EL	06/12/06	1.40	REVIEW 10-K DRAFT (1.4).
COCHRAN EL	06/13/06	1.90	REVIEW 10-K (0.7); REVIEW 13D ISSUES RE: APPALOOSA (1.2).
COCHRAN EL	06/14/06	1.20	REVIEW 13D ISSUES RE: HARBINGER (1.2).
COCHRAN EL	06/27/06	1.10	REVISED BOARD MINUTES (1.1).

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COCHRAN EL	06/29/06	2.10	REVIEW SECURITIES LAW ISSUES RELATIVE TO HARDINGER STOCK POSITION (2.1).
<b>17.30</b>			
GIBSON ML	06/07/06	0.10	TELECONFERENCES RE: 10-K MATTERS (0.1).
GIBSON ML	06/08/06	0.90	REVIEW AND COMMENT ON LATEST DRAFT OF 10-K (0.9).
GIBSON ML	06/12/06	1.10	MULTIPLE TELECONFERENCES/CORRESPONDENCE AND RESEARCH RE: 13D REPORTING OBLIGATIONS AND FILING (1.1).
GIBSON ML	06/13/06	4.60	REVIEW, GATHERED COMMENTS ON AND REVISED 10-K AND MULTIPLE TELECONFERENCES WITH WORKING GROUP RE: SAME (4.6).
GIBSON ML	06/14/06	0.20	TELECONFERENCES/CORRESPONDENCE TO FOLLOW UP ON 10-K MATTERS (0.2).
GIBSON ML	06/19/06	0.20	MULTIPLE CORRESPONDENCE WITH INTERNAL WORKING GROUP RE: DRAFT 10-K (0.2).
GIBSON ML	06/20/06	0.20	MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: COMMENTS ON 10-K (0.2).
<b>7.30</b>			
MARAFIOTI KA	06/01/06	0.20	TELECONFERENCE WITH P. ANTOSZYK AND B. ZISER RE: TOPRS WIND-DOWN (0.2).
MARAFIOTI KA	06/07/06	1.60	REVIEW DRAFT OF 10K (1.6).
MARAFIOTI KA	06/12/06	0.20	CONSIDER APPALOOSA 13D (0.2).
MARAFIOTI KA	06/13/06	4.10	REVIEW AND REVISE 10K (4.1).
MARAFIOTI KA	06/20/06	0.60	REVIEW AND REVISE 10K (0.6).
<b>6.70</b>			
WEXLER MP	06/09/06	0.40	REVIEW CORRESPONDENCE AND ISSUES FOR 10-K RE: PAYMENT ON LAUREL AND BROOKHAVEN (0.4).
WEXLER MP	06/12/06	0.60	REVIEW AND COMMENT ON TYPE OF DISCLOSURE FOR 10-K RE: DEFAULTS UNDER LEASES AND FINANCING DOCUMENTS (0.6).
WEXLER MP	06/13/06	0.40	REVIEW, COMMENT AND FOLLOW UP ON UPDATE TO REAL ESTATE DISCLOSURE IN 10-K (0.4).
WEXLER MP	06/19/06	0.30	REVIEW CORRESPONDENCE FROM CLIENT RE: ISSUES TO UPDATE IN 10-K AND FOLLOW UP (0.3).
WEXLER MP	06/20/06	0.40	REVIEW AND COMMENT ON REVISED DRAFT OF 10-K AND FOLLOW UP ON STATUS OF REAL ESTATE MATTERS IN CONNECTION THEREWITH (0.4).
<b>2.10</b>			
<b>Total Partner</b>		<b>45.60</b>	

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MATZ TJ	06/07/06	3.20	REVIEW, REVISE AND COMMENT ON DRAFT 10-K (3.2).
MATZ TJ	06/09/06	1.00	TELECONFERENCE WITH D. BODKIN RE: PRESS RELEASE (0.2); PREPARE COMMENTS FOR DELPHI WEBSITE (0.4); REVIEW PRESS RELEASE (0.1); TELECONFERENCE TO J. LE OF KCC RE: NOTE FOR WEBSITE (0.1); CORRESPONDENCE WITH J. LE RE: SAME (0.2).
MATZ TJ	06/11/06	2.80	REVIEW AND COMMENT ON 10K FOR JUNE 2006 FILING (2.8).
MATZ TJ	06/12/06	3.40	FURTHER REVIEW AND REVISIONS TO 10K R: 1113/1114 HEARING, GM HEARINGS, AND UAW-GM-DELPHI SUPPLEMENTAL AGREEMENT (0.9); REVIEW AND COMMENT ON 6/12 DRAFT OF 10K (2.5).
MATZ TJ	06/13/06	1.60	FURTHER REVIEW AND REVISIONS TO DRAFT 10K RE: ONGOING CHAPTER 11 MATTERS AND RE: TOPRS (1.6).
MATZ TJ	06/20/06	3.00	FINAL REVIEW AND COMMENT ON PROPOSED 10K (2.4); FOLLOW UP ANALYSIS RE: VARIOUS CHAPTER 11 CASE DISCLOSURES (0.6).
MATZ TJ	06/21/06	0.30	FOLLOW UP WORK RE: 10K DISCLOSURE (0.3).
		<b>15.30</b>	
<b>Total Counsel</b>		<b>15.30</b>	
HERRIOTT AV	06/12/06	0.20	RESPOND TO QUESTION RE: 10-K (0.2).
HERRIOTT AV	06/13/06	2.70	REVIEW AND REVISE PORTIONS OF DELPHI'S 2005 10-K DEALING WITH CHAPTER 11 MATTERS (2.7).
		<b>2.90</b>	
MEISLER RE	06/01/06	0.50	TELECONFERENCE WITH D. DRAGICH RE: PBR KNOXVILLE AND AMENDING ORGANIZATIONAL DOCUMENTS FOR ADMINISTRATIVE MATTERS (0.1); REVIEW SAME (0.3); TELECONFERENCE WITH K. CRAFT RE: SAME (0.1).
MEISLER RE	06/12/06	0.40	REVIEW 10K DISCLOSURE LANGUAGE RE: EVENTS OF DEFAULT (0.4).
MEISLER RE	06/13/06	2.90	REVIEW AND COMMENT ON FORM 10K (2.9).
MEISLER RE	06/14/06	0.30	REVIEW DISCLOSURE IN FORM 10K RE: SALE OF NEW BRUNSWICK (0.3).
MEISLER RE	06/20/06	0.50	REVIEW 10K DISCLOSURE RE: NEW BRUNSWICK TRANSACTION (0.5).
MEISLER RE	06/26/06	0.20	REVIEW FORM 10-K FOR UPDATES (0.2).
		<b>4.80</b>	
OLASKY P	06/15/06	3.90	RESEARCH 13D PRECEDENT FOR SHAREHOLDER DISCLOSURE OBLIGATIONS (3.9).

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OLASKY P 06/20/06 3.70 REVISE 10-K FOR COMMENTS (3.7).  
OLASKY P 06/21/06 0.80 FINALIZE 10-K COMMENTS (0.8).

8.40

<del>REESE RG</del>	<del>06/12/06</del>	<del>1.10</del>	<del>REVIEW AND COMMENT ON ISSUES RE: DRAFT SEC FILINGS (1.1).</del>
<del>REESE RG</del>	<del>06/13/06</del>	<del>0.60</del>	<del>DRAFT INSERT FOR DRAFT FORM 10-K (0.6).</del>
<del>1.70</del>			
<del>TOUSSI S</del>	<del>06/06/06</del>	<del>1.10</del>	<del>ADDRESS TOPRS ISSUES AND MEMOS AND CORRESPONDENCE WITH KAYALYN RE: SAME (1.1).</del>
<del>1.10</del>			

ZAMBRANO K 06/09/06 2.30 RESEARCH RE: DISCLOSURE OF STATUS OF CERTAIN FINANCING LEASES IN FORM 10-K (2.3).

ZAMBRANO K 06/10/06 0.30 DRAFT CORRESPONDENCE RE: DISCLOSURE OF CERTAIN FINANCING LEASES IN FORM 10-K (0.3).

ZAMBRANO K 06/12/06 1.10 TELECONFERENCE WITH CLIENT RE: DISCLOSURE OF CERTAIN LEASES AND FOLLOWUP RE: SAME (0.8); CONTINUE TO REVIEW ISSUES RE: NECESSARY DISCLOSURE IN FORM 10-K (0.3).

3.70

Total Associate 22.60

TOTAL TIME 83.50

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Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 07/31/06  
Bill Number: 1128095

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	06/06/06	Cochran EL	1,023.60
Air/Rail Travel - vendor feed	06/06/06	Cochran EL	-978.60
TOTAL AIR/RAIL TRAVEL - VENDOR FEED			\$45.00
In-house Reproduction	06/06/06	Copy Center, D	207.77
In-house Reproduction	06/07/06	Copy Center, D	0.30
In-house Reproduction	06/09/06	Copy Center, D	12.51
In-house Reproduction	06/09/06	Copy Center, D	106.89
In-house Reproduction	06/13/06	Copy Center, D	105.49
In-house Reproduction	06/13/06	Copy Center, D	48.44
In-house Reproduction	06/16/06	Copy Center, D	2.80
In-house Reproduction	06/27/06	Copy Center, D	0.20
In-house Reproduction	06/30/06	Copy Center, D	1.60
TOTAL IN-HOUSE REPRODUCTION			\$486.00
Telephone Expense	06/30/06	Telecommunications, D	0.16
Telephone Expense	06/30/06	Telecommunications, D	0.35
Telephone Expense	06/30/06	Telecommunications, D	0.16
Telephone Expense	06/30/06	Telecommunications, D	0.33
TOTAL TELEPHONE EXPENSE			\$1.00
Postage	06/01/06	Office Admin, D	3.00
TOTAL POSTAGE			\$3.00
Lexis/Nexis	06/09/06	Zambrano K	112.51
Lexis/Nexis	06/15/06	Moringiello KB	357.77
Lexis/Nexis	06/15/06	Cleary MA	337.11
Lexis/Nexis	06/29/06	Curran C	197.61
TOTAL LEXIS/NEXIS			\$1,005.00
Westlaw	06/09/06	Zambrano K	4.00
TOTAL WESTLAW			\$4.00

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Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	05/31/06	Teleconferencing Services, LLC	54.85
Vendor Hosted Teleconferencing	05/31/06	Teleconferencing Services, LLC	1.95
Vendor Hosted Teleconferencing	06/30/06	Teleconferencing Services, LLC	9.88
Vendor Hosted Teleconferencing	06/30/06	Teleconferencing Services, LLC	11.21
Vendor Hosted Teleconferencing	06/30/06	Teleconferencing Services, LLC	16.11
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$94.00</b>
Air/Rail Travel (external)	06/05/06	Butler, Jr. J	180.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$180.00</b>
Out-of-Town Travel	06/05/06	Butler, Jr. J	104.01
Out-of-Town Travel	06/05/06	Butler, Jr. J	226.50
Out-of-Town Travel	06/05/06	Butler, Jr. J	9.49
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$340.00</b>
Messengers/ Courier	05/19/06	Quick Int'l - Ny	327.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$327.00</b>
Out-of-Town Meals	06/05/06	Butler, Jr. J	22.97
Out-of-Town Meals	06/05/06	Butler, Jr. J	10.03
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$33.00</b>
Contracted Catering-NY	06/01/06	Butler, Jr. J	432.00
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$432.00</b>
CLR/Disclosure	04/30/06	Global Securities	28.17
CLR/Disclosure	05/31/06	Global Securities	21.68
CLR/Disclosure	05/31/06	Global Securities	28.17
CLR/Disclosure	05/31/06	Global Securities	36.84
CLR/Disclosure	06/30/06	Global Securities	21.67
CLR/Disclosure	06/30/06	Global Securities	75.85
CLR/Disclosure	06/30/06	Global Securities	305.54
CLR/Disclosure	06/30/06	Global Securities	125.69

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Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Disclosure	06/30/06	Global Securities	132.19
CLR/Disclosure	06/30/06	Global Securities	15.18
CLR/Disclosure	06/30/06	Global Securities	117.02
TOTAL CLR/DISCLOSURE			\$908.00
TOTAL MATTER			\$3,858.00



SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 08/31/06  
Bill Number: 1122597

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	07/11/06	0.30	REVIEW FILED FORM 10-K (0.3).
BUTLER, JR. J	07/16/06	1.20	BEGIN TO PREPARE FOR JULY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS RE SAME (1.2).
BUTLER, JR. J	07/17/06	0.80	CONTINUE TO PREPARE FOR JULY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS RE SAME (0.8).
BUTLER, JR. J	07/18/06	1.90	PREPARE FOR (0.2) AND PARTICIPATE IN (1.7) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	07/21/06	0.40	BEGIN TO PREPARE FOR JULY 25TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW OF EMAIL DISTRIBUTION TO BOARD MEMBERS FROM D. SHERBIN. (0.4).
BUTLER, JR. J	07/23/06	1.30	CONTINUE TO PREPARE FOR JULY 25TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS RE: SAME (1.3).
BUTLER, JR. J	07/24/06	2.90	CONTINUE TO PREPARE FOR JULY 25TH BOARD OF DIRECTORS TELECONFERENCE MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY (0.6); FINALIZE PRESENTATION MATERIALS RE: SAME WITH D. SHERBIN AND J. PAPELIAN AT COMPANY IN TROY (2.3).
BUTLER, JR. J	07/25/06	2.30	PREPARE (0.4) AND PARTICIPATE IN (1.9) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	07/26/06	0.60	FOLLOW-UP ON JULY 25TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING CONFERENCE WITH D. SHERBIN IN NEW YORK (0.4); REVIEW DRAFT COMMUNICATIONS MATERIALS (0.2).
BUTLER, JR. J	07/27/06	0.30	EMAIL FROM/TO AND TELECONFERENCE WITH D. SHERBIN RE BOARD MATTERS.
		12.00	
COCHRAN EL	07/18/06	1.80	PARTICIPATED IN BOARD MEETING (1.8).
		1.80	
MARAFIOTI KA	07/14/06	0.20	CORRESPONDENCE RE: DERIVATIVES INQUIRY (0.2).
MARAFIOTI KA	07/26/06	0.30	TELECONFERENCE WITH BORIS ZISER RE: TOPRS (0.1); CORRESPONDENCE JOHN SHEEHAN RE: SAME (0.2).

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MARAFIOTI KA	07/31/06	1.20	TELECONFERENCES WITH J. VITALE RE: TOPRS (0.2); AND TELECONFERENCE WITH B. ZISER RE: SAME (0.1); CORRESPONDENCE RE: SAME (0.1); BEGAN REVIEW OF FIRST QUARTER 2006 10Q (0.8).
		1.70	
PANAGAKIS GN	07/23/06	0.30	TELECONFERENCES AND CORRESPONDENCE RE: PREPARATION FOR UPCOMING BOARD MEETING (0.3).
PANAGAKIS GN	07/24/06	1.10	PARTICIPATE ON CALLS RE: PREPARATION FOR NEXT DAY BOARD MEETING (1.1).
PANAGAKIS GN	07/25/06	2.60	PREPARE FOR (0.6) AND PARTICIPATE ON (2.0) BOARD CALL.
		4.00	
<b>Total Partner</b>		19.50	
FERN BM	07/27/06	1.90	REVIEWED DELPHI 10-K (1.9).
		1.90	
OLASKY P	07/22/06	1.10	REVIEWED KEY MESSAGES BRIEF FOR DISCLOSURE ISSUES (1.1).
OLASKY P	07/30/06	2.20	RULES CHECK OF Q1 AND Q2 10-QS (2.2).
		3.30	
ZAMBRANO K	07/13/06	1.90	CONTINUE DRAFTING PRESENTATION FOR BOARD MEETING (1.9).
ZAMBRANO K	07/17/06	4.80	REVIEW AND REVISE PRESENTATION TO BOARD (4.8).
		6.70	
<b>Total Associate</b>		11.90	
DEMMA J	07/14/06	4.60	INDEX BOARD MINUTES (4.6).
DEMMA J	07/17/06	1.00	INDEX BOARD MINUTES (1.0).
DEMMA J	07/24/06	0.60	PREPARE DELPHI S-1 FILING FOR ATTORNEY REVIEW (0.6).
		6.20	
<b>Total Legal Assistant</b>		6.20	
<b>TOTAL TIME</b>		<b><u>37.60</u></b>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 08/31/06  
Bill Number: 1122597

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/11/06	Copy Center, D	13.86
In-house Reproduction	07/14/06	Copy Center, D	90.77
In-house Reproduction	07/18/06	Copy Center, D	5.32
In-house Reproduction	07/21/06	Copy Center, D	1.00
In-house Reproduction	07/28/06	Copy Center, D	13.05
TOTAL IN-HOUSE REPRODUCTION			\$124.00
Telephone Expense	07/28/06	Telecommunications, D	1.43
Telephone Expense	07/28/06	Telecommunications, D	2.10
Telephone Expense	07/28/06	Telecommunications, D	0.26
Telephone Expense	07/28/06	Telecommunications, D	0.21
TOTAL TELEPHONE EXPENSE			\$4.00
Westlaw	07/11/06	Rohner WM	363.71
Westlaw	07/13/06	Rohner WM	65.48
Westlaw	07/17/06	Olasky P	244.75
Westlaw	07/25/06	Rohner WM	120.11
Westlaw	07/26/06	Rohner WM	187.95
TOTAL WESTLAW			\$982.00
Vendor Hosted Teleconferencing	07/31/06	Teleconferencing Services, LLC	26.82
Vendor Hosted Teleconferencing	07/31/06	Teleconferencing Services, LLC	0.85
Vendor Hosted Teleconferencing	07/31/06	Teleconferencing Services, LLC	0.33
TOTAL VENDOR HOSTED TELECONFERENCING			\$28.00
Air/Rail Travel (external)	07/16/06	Butler, Jr. J	120.00
TOTAL AIR/RAIL TRAVEL (EXTERNAL)			\$120.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Out-of-Town Travel	07/16/06	Butler, Jr. J	226.76
Out-of-Town Travel	07/16/06	Butler, Jr. J	9.50
Out-of-Town Travel	07/16/06	Butler, Jr. J	89.74
<b>TOTAL OUT-OF-TOWN TRAVEL</b>			<b>\$326.00</b>
Messengers/ Courier	07/17/06	Dist Serv/Mail/Page, D	26.71
Messengers/ Courier	07/27/06	Dist Serv/Mail/Page, D	35.73
Messengers/ Courier	07/31/06	Dist Serv/Mail/Page, D	6.39
Messengers/ Courier	07/31/06	Dist Serv/Mail/Page, D	6.39
Messengers/ Courier	07/31/06	Dist Serv/Mail/Page, D	6.39
Messengers/ Courier	07/31/06	Dist Serv/Mail/Page, D	6.39
<b>TOTAL MESSENGERS/ COURIER</b>			<b>\$88.00</b>
Out-of-Town Meals	07/16/06	Butler, Jr. J	15.60
Out-of-Town Meals	07/18/06	Throm TJ	14.40
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$30.00</b>
CLR/Disclosure	07/31/06	Global Securities	36.83
CLR/Disclosure	07/31/06	Global Securities	132.17
<b>TOTAL CLR/DISCLOSURE</b>			<b>\$169.00</b>
<b>TOTAL MATTER</b>			<b>\$1,871.00</b>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 09/30/06  
Bill Number: 1128097

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	08/01/06	1.40	PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) COMPENSATION COMMITTEE MEETING; REVIEW BOARD MATERIALS FOR AUGUST 8TH BOARD OF DIRECTORS MEETING (0.8).
BUTLER, JR. J	08/07/06	1.30	PREPARE FOR AUGUST 8TH BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.3).
BUTLER, JR. J	08/08/06	2.20	PREPARE FOR (0.3) AND PARTICIPATE IN (1.9) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	08/10/06	1.10	PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) BOARD OF DIRECTORS TELECONFERENCE MEETING; REVIEW COMMUNICATIONS MATERIALS (0.3); REVIEW DC CAPITAL LETTER (0.2).
BUTLER, JR. J	08/15/06	0.90	PREPARE FOR (0.2) AND PARTICIPATE IN (0.7) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	08/16/06	0.60	PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	08/30/06	0.40	BEGIN TO PREPARE FOR SEPTEMBER 5TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING TELECONFERENCE WITH D. SHERBIN RE: SAME (0.4).
BUTLER, JR. J	08/31/06	0.60	CONTINUE TO PREPARE FOR SEPTEMBER 5TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS (0.6).
		8.50	
COCHRAN EL	08/08/06	1.80	PARTICIPATE IN BOARD MEETING (1.8).
COCHRAN EL	08/17/06	0.80	REVIEW TRUST ISSUE RE: SEC FILINGS (0.8).
COCHRAN EL	08/18/06	1.10	REVIEW TRUST REFUND ISSUES (1.1).
		3.70	
GIBSON ML	08/01/06	2.40	REVIEW AND COMMENT ON DRAFTS OF 10-Q AND COMMENTS OF INTERNAL WORKING GROUP, AND MULTIPLE CORRESPONDENCE RE: SAME (2.4).
GIBSON ML	08/02/06	1.80	REVIEW AND REVISE 10-Q DRAFTS; MULTIPLE TELECONFERENCES AND CORRESPONDENCE RE: SAME (1.8).

4.20

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MARAFIOTI KA	08/01/06	2.00	REVIEW AND REVISE 10Q FOR FIRST QUARTER (2.0).
MARAFIOTI KA	08/09/06	0.40	REVIEW AND REVISE PORTION OF 10Q (0.4).
MARAFIOTI KA	08/10/06	0.70	CONTINUE TO REVIEW AND REVISE 10Q (0.2); WORK ON PRESS RELEASE RE: ADJOURNMENT OF SECTIONS 1113/1114 HEARING (0.5).
MARAFIOTI KA	08/15/06	0.10	CORRESPONDENCE RE: TOPRS (0.1).
MARAFIOTI KA	08/16/06	2.50	ANALYSIS OF ISSUES RE: TOPRS (2.5).
MARAFIOTI KA	08/18/06	0.40	CONSIDER TOPRS ISSUES (0.4).
MARAFIOTI KA	08/21/06	1.70	CORRESPONDENCE RE: TOPRS (0.1); REVIEW MEMO RE: SUBORDINATION PROVISIONS OF TOPRS (0.6) AND ANALYZE SAME (1.0).
MARAFIOTI KA	08/22/06	0.20	CORRESPONDENCE WITH BROWN RUDNICK, COMPANY RE: TOPRS (0.2).
MARAFIOTI KA	08/28/06	0.70	TELECONFERENCE WITH R. STARK RE: TOPRS (0.1); CORRESPONDENCE SHEEHAN, CORCORAN RE: LAW DEBENTURE (0.2); ADDITIONAL CORRESPONDENCE RE: SAME (0.2); DIRECT RESEARCH RE: TOPRS (0.2).
MARAFIOTI KA	08/29/06	0.70	CORRESPONDENCE RE: LAW DEBENTURE PRESENTATION (0.1); CORRESPONDENCE WITH BROWN RUDNICK (0.1); COMMUNICATIONS J. VITALE RE: TOPRS (0.1); BEGAN REVIEW OF NEW NOTES TO BE ISSUES (0.4).

9.40

**Total Partner 25.80**

MATZ TJ	08/01/06	0.70	REVIEW AND COMMENT ON DRAFT Q2 FOR '06 (0.7).
MATZ TJ	08/07/06	0.50	REVIEW AND COMMENT ON DRAFT BOARD PRESENTATION (0.5).

1.20

**Total Counsel 1.20**

FERN BM	08/11/06	2.10	REVIEW DELPHI'S 10-K (2.1).
FERN BM	08/18/06	1.60	REVIEW DELPHI'S 10-Q (1.6).
3.70			
HARDIN AS	08/16/06	4.50	RESEARCH ISSUES RELATED TO TRUST PREFERRED SECURITIES (4.5).
HARDIN AS	08/17/06	7.20	PREPARE MEMO RE: ISSUES RELATED TO TRUST PREFERRED INDENTURES (7.2).
HARDIN AS	08/18/06	3.20	COMPLETE DRAFTING MEMO RE: SELECTED PROVISION OF TRUST PREFERRED INDENTURES (3.0); TELECONFERENCE WITH A. MITCHELL RE: ISSUE RELATED TO TRUST PREFERRED SECURITIES (0.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HARDIN AS	08/21/06	4.10	RESEARCH RELATED TO SUBORDINATED DEBT SECURITIES (4.1).
HARDIN AS	08/23/06	9.50	RESEARCH ISSUES RELATED TO SUBORDINATED DEBT (9.0); TELECONFERENCE WITH K. RAMLO RE: SAME (0.5).
HARDIN AS	08/24/06	3.70	TELECONFERENCE WITH G. OGUNSANYA RE: TRUST PREFERRED SECURITIES (0.2); CONTINUE RESEARCH OF ISSUES RELATED TO SUBORDINATION (3.5).
HARDIN AS	08/27/06	6.30	RESEARCH ISSUES RELATED TO SUBORDINATION; DRAFT MEMO RE: SAME (6.3).
HARDIN AS	08/28/06	2.50	DRAFT MEMO RE: TRUST INDENTURES (2.3); TELECONFERENCE WITH A. MITCHELL RE: SAME (0.2).
HARDIN AS	08/29/06	0.20	EMAIL EXCHANGE WITH A. MITCHELL RE: TRUST INDENTURES (0.2).

41.20

<del>JJINGO MJ</del>	<del>08/09/06</del>	<del>1.30</del>	<del>RESEARCH TOPRS ISSUE (1.3).</del>
		<del>1.30</del>	

MEISLER RE	08/01/06	0.30	REVIEW DRAFT 10Q (0.3).
MEISLER RE	08/08/06	0.20	TELECONFERENCE WITH B. ADRIAN RE: COMMUNICATIONS (0.2).
MEISLER RE	08/14/06	0.40	REVIEW 8-K FILING (0.4).
MEISLER RE	08/15/06	0.20	REVIEW DRAFT 10Q (0.2).
MEISLER RE	08/16/06	0.30	REVIEW CORRESPONDENCE RE: MEDIA INQUIRIES (0.3).

1.40

OGUNSANYA GO	08/28/06	2.50	REVIEW OF TRUST PREFERRED NOTICES AND NOTES (2.5).
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2.50

OLASKY P	08/01/06	4.10	CONTINUE REVIEW AND REVISION OF 10-QS FOR Q1 AND Q2 (4.1).
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4.10

WILSON LD	08/01/06	1.90	REVIEW AND COMMENT ON DRAFT Q REPORT (1.4); PREPARE AND CIRCULATE COMMENTS (0.5).
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WILSON LD	08/02/06	0.40	CONFER ON DISCLOSURE ISSUES WITH S. CORCORAN (0.4).
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2.30

<b>Total Associate</b>		<b>56.50</b>	
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<b>TOTAL TIME</b>		<b><u>83.50</u></b>	
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 09/30/06  
Bill Number: 1128097

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/01/06	Copy Center, D	32.20
In-house Reproduction	08/01/06	Copy Center, D	0.20
In-house Reproduction	08/04/06	Copy Center, D	5.90
In-house Reproduction	08/18/06	Copy Center, D	37.10
In-house Reproduction	08/25/06	Copy Center, D	4.30
In-house Reproduction	08/29/06	Copy Center, D	7.30
TOTAL IN-HOUSE REPRODUCTION			\$87.00
Telephone Expense	08/31/06	Telecommunications, D	5.75
Telephone Expense	08/31/06	Telecommunications, D	3.98
Telephone Expense	08/31/06	Telecommunications, D	0.44
Telephone Expense	08/31/06	Telecommunications, D	0.03
Telephone Expense	08/31/06	Telecommunications, D	1.08
Telephone Expense	08/31/06	Telecommunications, D	1.59
Telephone Expense	08/31/06	Telecommunications, D	0.13
TOTAL TELEPHONE EXPENSE			\$13.00
Vendor Hosted Teleconferencing	08/31/06	Teleconferencing Services, LLC	6.00
TOTAL VENDOR HOSTED TELECONFERENCING			\$6.00
CLR/Disclosure	08/31/06	Global Securities	75.95
CLR/Disclosure	08/31/06	Global Securities	69.44
CLR/Disclosure	08/31/06	Global Securities	301.61
TOTAL CLR/DISCLOSURE			\$447.00
TOTAL MATTER			\$553.00



SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 10/31/06  
Bill Number: 1127729

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	09/01/06	1.80	CONTINUE TO PREPARE FOR SEPTEMBER 5TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.8).
BUTLER, JR. J	09/04/06	1.40	CONTINUE TO PREPARE FOR SEPTEMBER 5TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING PREPARE FOR (0.3) AND PARTICIPATE IN (0.7) WORKING GROUP SESSION WITH DELPHI SENIOR EXECUTIVES, ROTHSCHILD AND FTI; DRAFT EMAILS TO BOARD OF DIRECTORS (0.3, 0.1).
BUTLER, JR. J	09/05/06	2.30	PREPARE FOR (0.4) AND PARTICIPATE IN (1.9) BOARD OF DIRECTORS MEETING AT COMPANY IN TROY.
BUTLER, JR. J	09/07/06	0.60	EMAILS FROM/TO D. SHERBIN AND FOLLOW-UP ON CORPORATE GOVERNANCE MATTERS (0.4); EMAILS FROM/TO M. WEBER RE CORPORATE GOVERNANCE MATTERS AND TIMETABLE (0.2).
BUTLER, JR. J	09/08/06	1.00	PREPARE FOR (0.2) AND PARTICIPATE IN (0.5) AUDIT COMMITTEE TELECONFERENCE MEETING; REVIEW AND RESPOND TO DIRECTOR INFORMATION REQUEST (0.3).
BUTLER, JR. J	09/12/06	0.40	CONTINUE TO PREPARE FOR SEPTEMBER 14TH BOARD OF DIRECTORS MEETING IN NEW YORK CITY INCLUDING WORK ON PRESENTATION MATERIALS FOR BOARD WITH J. SHEEHAN AND S. CORCORAN IN NEW YORK CITY (0.4).
BUTLER, JR. J	09/13/06	1.40	PREPARE FOR SEPTEMBER 14TH BOARD OF DIRECTORS MEETING IN NEW YORK CITY (0.6); FINALIZE PRESENTATION MATERIALS FOR BOARD (0.8).
BUTLER, JR. J	09/14/06	2.90	PREPARE FOR (0.5) AND PARTICIPATE IN (1.6) BOARD OF DIRECTORS MEETING IN NEW YORK CITY WITH S. MILLER, J. SHEEHAN, S. CORCORAN AND SKADDEN/ROTHSCHILD PROFESSIONALS; REVIEW AND REVISE COMMUNICATIONS PACKAGE (0.7); EMAILS FROM/TO D. SHERBIN RE: GOVERNANCE ISSUES (0.1).
BUTLER, JR. J	09/18/06	0.70	BEGIN TO PREPARE FOR SEPTEMBER 20TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY (INCLUDING S. MILLER AND D. SHERBIN) (0.4); CONFERENCE WITH D. SHERBIN RE: COMPLIANCE AND CORPORATE GOVERNANCE MATTERS (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	09/19/06	4.10	CONTINUE TO PREPARE FOR SEPTEMBER 20TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN WITH S. MILLER, R. O'NEAL AND D. SHERBIN AT COMPANY IN TROY (1.2); FINALIZE PRESENTATION MATERIALS (2.9).
BUTLER, JR. J	09/20/06	6.40	PREPARE FOR (0.4) AND ATTEND (5.8) BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN; EMAIL TO STAKEHOLDERS (INCLUDING STATUTORY COMMITTEES) RE: CHANGE IN COMPOSITION OF BOARD (0.2).
BUTLER, JR. J	09/24/06	0.30	EMAILS TO/FROM M. LOEB RE: OCTOBER BOARD MEETING DATE AND 2007 MEETING SCHEDULE (0.2); WORK ON SAME (0.1).
BUTLER, JR. J	09/26/06	0.20	EVALUATE APPALOOSA REBALANCING ISSUE (0.2).
BUTLER, JR. J	09/27/06	1.20	REVIEW AND REVISE DRAFT PRESS RELEASE (0.2); TELECONFERENCES WITH K. HEALY (0.1) AND B. SAX (0.1) RE: SAME; TELECONFERENCE WITH K. HEALY AND L. WILLIAMS RE: MEDIA RELATIONS (0.4); FOLLOW-UP ON SAME (0.4).
		<b>24.70</b>	
COCHRAN EL	09/02/06	1.40	REVIEW MATERIAL FOR BOARD MEETING (1.4).
COCHRAN EL	09/05/06	5.00	PARTICIPATE IN BOARD MEETING (2.1); PARTICIPATE IN DTM (2.9).
COCHRAN EL	09/13/06	3.10	PREPARE MATERIAL FOR DELPHI BOARD MEETING (3.1).
COCHRAN EL	09/14/06	2.70	PARTICIPATE IN BOARD MEETING (2.1); REVIEW ISSUES RELATING TO BOARD DECISION ON HEARINGS (0.6).
COCHRAN EL	09/20/06	6.10	PARTICIPATE IN BOARD MEETING (6.1).
		<b>18.30</b>	
<b>Total Partner</b>		<b>43.00</b>	
HARDIN AS	09/13/06	1.30	PREPARATIONS FOR BOARD MEETING (1.3).
HARDIN AS	09/14/06	2.60	PREPARE MATERIALS FOR BOARD MEETING (0.6); FOLLOW-UP MEETINGS WITH DELPHI MANAGEMENT (0.5); FOLLOW-UP MEETING WITH DELPHI MANAGEMENT (1.5).
		<b>3.90</b>	
HERRIOTT AV	09/19/06	1.20	CREATE PRESENTATION FOR BOARD OF DIRECTORS' MEETING (1.2).
		<b>1.20</b>	
<b>Total Associate</b>		<b>5.10</b>	
<b>TOTAL TIME</b>		<b><u>48.10</u></b>	

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 10/31/06  
Bill Number: 1127729

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/01/06	Copy Center, D	0.10
In-house Reproduction	09/05/06	Copy Center, D	6.00
In-house Reproduction	09/05/06	Copy Center, D	422.22
In-house Reproduction	09/08/06	Copy Center, D	22.72
In-house Reproduction	09/12/06	Copy Center, D	75.52
In-house Reproduction	09/12/06	Copy Center, D	64.12
In-house Reproduction	09/15/06	Copy Center, D	87.02
In-house Reproduction	09/22/06	Copy Center, D	7.10
In-house Reproduction	09/29/06	Copy Center, D	12.20
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$697.00</b>
Telephone Expense	09/29/06	Telecommunications, D	1.82
Telephone Expense	09/29/06	Telecommunications, D	0.25
Telephone Expense	09/29/06	Telecommunications, D	2.48
Telephone Expense	09/29/06	Telecommunications, D	0.45
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$5.00</b>
Reproduction - color	09/04/06	Copy Center, D	166.50
Reproduction - color	09/05/06	Copy Center, D	0.50
<b>TOTAL REPRODUCTION - COLOR</b>			<b>\$167.00</b>
Vendor Hosted Teleconferencing	09/30/06	Teleconferencing Services, LLC	28.00
<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>			<b>\$28.00</b>
Air/Rail Travel (external)	09/04/06	Butler, Jr. J	60.15
Air/Rail Travel (external)	09/17/06	Butler, Jr. J	343.85
<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>			<b>\$404.00</b>
Out-of-Town Travel	09/04/06	Butler, Jr. J	50.79
Out-of-Town Travel	09/04/06	Butler, Jr. J	6.00
Out-of-Town Travel	09/04/06	Butler, Jr. J	101.08
Out-of-Town Travel	09/17/06	Butler, Jr. J	140.36

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Travel	09/17/06	Butler, Jr. J	53.30
Out-of-Town Travel	09/17/06	Butler, Jr. J	34.98
Out-of-Town Travel	09/17/06	Butler, Jr. J	34.98
Out-of-Town Travel	09/17/06	Butler, Jr. J	368.51
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$790.00</b>
Out-of-Town Meals	09/04/06	Butler, Jr. J	9.56
Out-of-Town Meals	09/17/06	Butler, Jr. J	15.10
Out-of-Town Meals	09/17/06	Butler, Jr. J	50.34
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$75.00</b>
CLR/Disclosure	09/30/06	Global Securities	41.00
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$41.00</b>
		<b>TOTAL MATTER</b>	<b>\$2,207.00</b>